

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	Case No. 12-12020 (MG)
	:	Jointly Administered
<b>RESIDENTIAL CAPITAL, LLC, <i>et al.</i>,</b>	:	
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Debtors.	:	
	:	

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**ORDER MODIFYING THE AUTOMATIC STAY  
TO EFFECTUATE TERMINATION NOTICE**

Upon the motion (the “Motion”) made by Shellpoint Partners LLC f/k/a Shellpoint Mortgage LLC (“Shellpoint”) and New Penn Financial, LLC (“NPF”), for entry of an order, pursuant to §362(d)(1) of Title 11 of the United States Code (the “Bankruptcy Code”), modifying the automatic stay to permit the Agreements<sup>1</sup> to terminate on the Termination Date and to effectuate termination in accordance with the Agreements;

AND notice of the Motion having been served upon (a) the Debtors and their counsel, (b) counsel to the Committee, (c) the Office of the United States Trustee for the Southern District of New York, (d) the Office of the United States Attorney General, (e) the Office of the New York Attorney General, (f) the Office of the United States Attorney for the Southern District of New York, (g) each of the Debtors’ prepetition lenders, or their agents, (h) each of the indenture trustees for the Debtors’ outstanding notes issuances, (i) counsel to Ally Financial Inc., (j) counsel to the administrative agent for the Debtors’ providers of debtor in possession financing, (k) Nationstar Mortgage LLC and its counsel, (l) the Internal Revenue Service, (m) the Securities and Exchange Commission, (n) each entity that has an ownership interest in or a lien or encumbrance on any of the Mortgages, and (o) those parties who filed a request for notice in the Debtors’ cases, as set forth on the affidavit of service of the Motion

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<sup>1</sup> All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

heretofore filed with this Court, which notice is good and sufficient notice of the relief requested in the Motion under the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court and this Court's *Order Under Bankruptcy Code Sections 102(1), 105(A) And 105(D), Bankruptcy Rules 1015(C), 2002(M) and 9007 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures* dated May 23, 2012 (ECF Dkt. #141];

AND the Court having reviewed the Motion; and a hearing on the Motion having been held on July \_\_, 2012 (the "Hearing"); and no objections to the Motion having been filed;

AND the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and after due consideration of the Motion and upon the record of the Hearing; and sufficient cause appearing therefor, it is hereby

**ORDERED**, that the Motion is granted as set forth herein; and it is further

**ORDERED**, that the automatic stay is hereby lifted solely to permit the Agreements to terminate on the Termination Date and to and to effectuate termination in accordance with the Agreements; and it is further

**ORDERED**, that the Agreements shall terminate effective on the Termination Date without the need for any further action or notice by either party; and it is further

**ORDERED**, the parties shall effectuated termination in accordance with the Agreements, including, without limitation, the procedures for transferring the services provided for under the Agreements to a successor servicer; and it is further

**ORDERED**, that termination of the Agreements shall not be construed as a waiver by Shellpoint or NPF with respect to any and all claims they have against the Debtor for sums due and owing under the Agreements (a) as of the Petition Date, and (b) from the Petition Date through but excluding the Termination Date, all of which are expressly preserved in full.

Dated: July \_\_, 2012

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UNITED STATES BANKRUPTCY JUDGE